

HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2004 OF THE CONDITION AND AFFAIRS OF THE

Pro Care Health Plan, Inc.

·	0000 ent Period) (Prior Pe	NAI	C Company Code	11081	Employer's ID	Number	38-3295207
Organized under the Laws	,	Michigan	, State o	f Domicile o	r Port of Entry	М	ichigan
Country of Domicile	· · ·	gu	United States				
Licensed as business type:	Life, Accident & Health	n[]	Property/Casualty [l Service Corporation	on []	
Licensed de saemees type.	Vision Service Corpora		Other []	-	n Maintenance Orga		1
	Hospital, Medical & De				O, Federally Qualif	•	-
		a. 00.1100	,,,,		-		
Incorporated	09/29/1995		Commenced Busine	ess _		12/13/2000	
Statutory Home Office		6 Mount Ellio				MI 48207 State and Zip Co	nde)
M : A	(0)	reet and ramber)			, ,	otato ana zip oc	, ac,
Main Administrative Office				Mount Ellio et and Number)			
	Detroit, MI 48207 Town, State and Zip Code)			()	313-925-4607 Area Code) (Telephone N		
Mail Address	3956 Mt. Ellio	tt St.	,	,	Detroit, MI	,	
	(Street and Number or	P.O. Box)			(City or Town, State a	and Zip Code)	
Primary Location of Books a	nd Records				ount Elliott		
	Detroit, MI 48207			,	and Number) 313-925-4607		
` •	Town, State and Zip Code)		5	,	Area Code) (Telephone N	lumber)	
Internet Website Address				rehp.com			
Statutory Statement Contact	Anm	ned K Numan (Name)			313-925 (Area Code) (Telephon		ension)
rnor	ne88@hotmail.com (E-mail Address)				313-925-0322 (FAX Number)		
Dalianana Dalatiana Canta	,		Dahin Cala	0050 Ma	,		
Policyowner Relations Conta	-	(Street and Numb		- 3956 Mou	nt Elliott		
	Detroit, MI 48207 Town, State and Zip Code)		·	(Area C	866-776-0891 ode) (Telephone Numbe	r) (Extension)	
(=:,, =:				(/#64-6	(Telephone Numbe	r) (Extension)	
			OFFICERS				
Name Augustine Kole-James I	MD Pres	Title ident & CEO	Robin (Name	ЛS, MBA. ,		Title ecretary
Harold Montgomery CF		Treasurer		2010, 11110, 11	<u></u> ,		or order y
		ОТ	HER OFFICER	S			
Augustina Kala Jamas	MD Anthon	DIRECT ny Adeleye M	ORS OR TRUS	STEES I Montgomei	a. CDA	Dobin	Cole RNC.
Augustine Kole-James Catherine Riley		beth Williams		i Montgomei	y CFA	ווומטח	Cole hivo.
State of	Michigan						
	Michigan	SS					
County of	-						
The officers of this reporting entiabove, all of the herein described							
this statement, together with rela of the condition and affairs of the							
completed in accordance with the that state rules or regulations rec	NAIC Annual Statement In:	structions and A	Accounting Practices and P	rocedures ma	nual except to the exte	ent that: (1) sta	ate law may differ; or, (2)
respectively. Furthermore, the so	ope of this attestation by the	e described office	cers also includes the relat	ed correspond	ling electronic filing wi	th the NAIC, v	when required, that is an
exact copy (except for formatting to the enclosed statement.	differences due to electronic	c illing) of the er	iciosea statement. The elec	stronic ming m	ay be requested by va	rious regulator	s in lieu of or in addition
Augustine Kole-			Robin Cole		- H	larold Montg	
President &	JEU		Secretary			Treasur	
Subscribed and sworn to be	efore me this			a. Is t b. If n	his an original filing o.	?	Yes [X] No []
23day of					•	nt numbor	
	February, 2005	_			State the amendme	iit iiuiiibei	
	February, 2005	_		2. [Date filed Jumber of pages at		03/01/2005

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

	2	3	1	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199999 Total individuals	1 00 Bayo	O. Go Bayo	or co bayo	Over de Baye	Hondanii	Hamiltoa
Group subscribers:						
			-			
	VON		·			
						· · · · · · · · · · · · · · · · · · ·
0299997 Group subscriber subtotal	μυ	J	ļ0	μ	J	0
0299998 Premiums due and unpaid not individually listed		^	†	^	^	^
0290000 President due ond unseid from Medicare entities	ι	}υ	ļ		^U	U
0399999 Premiums due and unpaid from Medicare entities 0499999 Premiums due and unpaid from Medicaid entities		†	·			
0599999 Accident and health premiums due and unpaid (Page 2, Line 12)	0	0	1	0	0	0
possassa Accident and health premiums due and unpaid (Page 2, Line 12)	U	U	U	U	U	U

EXHIBIT 3 - HEALTH CARE RECEIVABLES

EXHIBIT 3 - HEALTH CARE RECEIVABLES							
1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted	
ndividually Listed Receivables:	•	•	•	,			
0199998 - Aggregate of amounts not individually listed above.	0	0	0	0	0		
0299998 - Aggregate of amounts not individually listed above.	0	0	0	12.766			
0299999 -				12.766	12.766		
0399998 - Aggregate of amounts not individually listed above.	0	0	0	0	0		
0499998 - Aggregate of amounts not individually listed above.	0	0	0	0	0		
0599998 - Aggregate of amounts not individually listed above.	0	0	0	0	0		
0699998 - Aggregate of amounts not individually listed above.	0	0	0	0	0		
J							
			•				
		-					
		· · · · · · · · · · · · · · · · · · ·	†				
		<u> </u>	†				
			1				
0799999 Gross health care receivables				12,766	12,766		

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims	ys 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
	ys 61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)				
		T		
0199999 Individually listed claims unpaid)	0	0
0299999 Aggregate accounts not individually listed-uncovered			2,500	2,500
0499999 Subtotals	0	0	2,500	2,500
0599999 Unreported claims and other claim reserves	0	0]	2,300	2,500
0699999 Total amounts withheld				
0799999 Total claims unpaid				2,500
0899999 Accrued medical incentive pool and bonus amounts				

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

			<u>, </u>				
1	2	3	4	5	6	Adm	itted
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Individually Listed Receivables:							
Individually Listed Receivables: Professional Medical Centere.				25,000	25,000		
	1						
	†			1			
0199999 Individually listed receivables	0	0	0	25,000	25,000	0	0
0199999 Individually listed receivables			•				
0399999 Total gross amounts receivable	0	0	0	25,000	25,000	0	0

5 Non-Current 4 Current 3 Amount **EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES** 2 Description Affiliate 0199999 Individually listed payables. 0299999 Payables not individually listed 0399999 Total gross payables

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE Pro Care Health Plan, Inc.

EXHIBIT 7 PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

EXHIBIT / FAITT FOR	••••••	. 10/ 10 0 . 10	<i>-</i>	V 1 1 2 1 1 1 0		
	1	2	3	4	5	6
	Direct Medical	Column 1	Total	Column 3	Column 1	Column 1
	Exponse	as a %	Members	as a %	Expenses Paid to	Expenses Paid to
Payment Method	ayın t	of Total	Covered	of Total	Affiliated Providers	Non-Affiliated Providers
Capitation Payments:						
1. Medical groups		0.0		0.0		
2. Intermediaries		0.0		0.0		
3. All other providers	0	0.0		0.0		
Total capitation payments	0	0.0	0	0.0	0	0
Other Payments:						
5. Fee-for-service	0		XXX	XXX		
Contractual fee payments	0		XXX	XXX		
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9 Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX	,	
12. Total other payments	0	0.0	XXX	XXX	0	0
13. TOTAL (Line 4 plus Line 12)	0	100 %	XXX	XXX	0	0

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

	EXHIBIT 1-1 ATT E-GOMMATT OF THANGACTIONS V	· · · · · · · · · · · · · · ·			
1	2	3	4	5	6
			Average		Intermediary's
			Average Monthly Capitation	Intermedian/s	Intermediary's Authorized Control Level RBC
NAIC Code	Name of Intermediary	Conitation Daid	Conitation	Intermediary's Total Adjusted Capital	Control Lovel DDC
NAIC Code	Name of intermediary	Capitation Paid	Capitation	Total Adjusted Capital	Control Level RBC
			·		
9999999 Totals		Λ	XXX	XXX	XXX
aaaaaaa 10lais		U	^^^	^^^	AAA

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

·	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
Administrative furniture and equipment	752	0	698	54	24	30
Medical furniture, equipment and fixtures						
Pharmaceuticals and surgical supplies						
Durable medical equipment						
5. Other property and equipment						
6. Total	752	0	698	54	24	30

SCHEDULE A - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value, December 31, prior year (prior year statement)	680 , 162
2.	Increase (decrease) by adjustment:	
	2.1 Totals, Part 1, Column 11	(15,242)
	2.2 Totals, Part 3, Column 7	0
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9)	0
4.	Cost of additions and permanent improvements:	
	4.1 Totals, Part 1, Column 14.	0
	4.2 Totals, Part 3. Column 9	0
5.	Total profit (loss) on sales, Part 3, Column 14	0
6.	Increase (decrease) by foreign exchange adjustment:	
	6.1 Totals, Part 1, Column 12	0
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 13	0
8.	Book/adjusted carrying value at end of current period	664 , 920
9.	Total valuation allowance	0
10.	Subtotal (Lines 8 plus 9)	664 , 920
11.	Subtotal (Lines 8 plus 9)	
	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	

SCHEDULE B - VERIFICATION BETWEEN YEARS

1.	Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year
2.	Amount loaned during year:
	2.1 Actual cost at time of acquisitions
	2.2 Additional investment made after acquisitions
3.	Accrual of discount and mortgage interest points and commitment fees
4.	Increase (decrease) by adjustment
5.	Total profit (loss) on sale
6.	Amounts paid on account or in full during the year
7.	Amortization of premium
8.	Increase (decrease) by foreign exchange adjustment
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period
10.	Total valuation allowance
11.	Subtotal (Lines 9 plus 10)
12.	Total nonadmitted amounts
13.	Statement value of mortgages owned at end of current period (Page 2 mortgage lines. Net Admitted Assets column)

SCHEDULE BA - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	0
2.	Cost of acquisitions during year:	
	2.1 Actual cost at time of acquisitions	
	2.2 Additional investment made after acquisitions	0
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
	Increase (decrease) by foreign exchange adjustment	
	Book/adjusted carrying value of long-term invested assets at end of current period	0
10.	Total valuation allowance	
	Subtotal (Lines 9 plus 10)	0
12.	Total nonadmitted amounts	
13	Statement value of long term invected accepts at and of current paried (Page 2.1 inc. 7. Column 2)	Λ

Schedule D - Part 1A - Section 1

NONE

Schedule D - Part 1A - Section 2

NONE

Schedule DA - Part 2

NONE

Schedule DB - Part A - VBY NONE

Schedule DB - Part B - VBY

NONE

Schedule DB - Part C - VBY NONE

Schedule DB - Part D - VBY

NONE

Schedule DB - Part E - VBY

NONE

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S - Part 1 - Section 2

NONE

SCHEDULE S - PART 2 Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	insuring Company as of December 31, Curre	6	7
NAIC Company	Federal ID					
Code	Number	Effective Date	Name of Company	Location	Paid Losses	Unpaid Losse
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SCHEDULE S - PART 3 - SECTION 2

	Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year											
1	2	3	4	5	6	7	8	9	Outstanding 9	Surplus Relief	12	13
NAIC								Reserve Credit	10	11	Modified	1
Company Code	Federal ID						Unearned Premiums	Taken Other than for Unearned Premiums			Coinsurance	Funds Withheld
Code	Number	Effective Date	Name of Company	Location	Type	Premiums	(estimated)	Unearned Premiums	Current Year	Prior Year	Reserve	Under Coinsurance
				10777 Westheimer Rd. suite 5, Houston, TX.								
25518	94-0781581	02/01/2004	Fairmont Premier Insurance Company	77042	SSL/L/1	55,189	0	0	0	0	0	0
0299999 -	· Total - Non-Aff	iliates				55,189						
	· · · · · · · · · · · · · · · · · · ·				· · · · · · · · · · · · · · · · · · ·	•••••						ł
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0399999	Totals			<u> </u>		55,189						

SCHEDULE S - PART 4

	Reinsurance Ceded to Unauthorized Companies												
1	2	3	4	5	6	7	8	9	10	11	12	13	14
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Total Cols. (5+6+7)	Letters of Credit	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+10+11+12+13 But Not in Excess of Col. 8
							NE						
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1199999	Totala												-
1199999	าบเสเร												l l

Schedule S-Part 5 Five-Year Exhibit of Reinsurance Ceded Business (000 Omitted)

(000 Offitted)										
		1 2004	2 2003	3 2002	4 2001	5 2000				
Δ	OPERATIONS ITEMS									
	ST ETIATIONS TELINO									
1.	Premiums	0	0	0	0	0				
2.	Title XVIII-Medicare	0	0	0	0	0				
3.	Title XIX-Medicaid	55	0	0	0	0				
4.	Commissions and reinsurance expense allowance	0	0	0	0	0				
5.	Total hospital and medical expenses	0	0	0	0	0				
R	BALANCE SHEET ITEMS									
J.,	SALANGE GILLET ITEMO									
6.	Premiums receivable		0	0	0	0				
7.	Claims payable	3	0	0	0	0				
8.	Reinsurance recoverable on paid losses	0	0	0	0	0				
9.	Experience rating refunds due or unpaid	0	0	0	0	0				
10.	Commissions and reinsurance expense allowances									
	unpaid		0	0	U	0				
11.	Unauthorized reinsurance offset	0	0	0	0	0				
C.	JNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)									
		_	_	_	_					
12.			0	0	0	0				
	Letters of credit (L)		0	0	0	0				
14.	Trust agreements (T)	0	0	0	0	0				
15.	Other (O)	0	0	0	0	0				

SCHEDULE S-PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

		1	2	3
		As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 10)	2, 179, 101	0	2, 179, 101
2.	Accident and health premiums due and unpaid (Line 12)	0	0	0
3.	Amounts recoverable from reinsurers (Line 13.1)	0	0	0
4.	Net credit for ceded reinsurance.	XXX	0	0
5.	All other admitted assets (Balance)	21,618	0	21,618
6.	Total assets (Line 26)	2,200,719	0	2,200,719
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	2,500	0	2,500
8.	Accrued medical incentive pool and bonus payments (Line 2)	0	0	0
9.	Premiums received in advance (Line 8)	0	0	0
10.	Reinsurance in unauthorized companies (Line 18)	0	0	0
11.	All other liabilities (Balance).	49,361	0	49,361
12.	Total liabilities (Line 22)	51,861	0	51,861
13.	Total capital and surplus (Line 30)	2,148,858	XXX	2,148,858
14.	Total liabilities, capital and surplus (Line 31)	2,200,719	0	2,200,719
	NET CREDIT FOR CEDED REINSURANCE			
15.	Claims unpaid	0		
16.	Accrued medical incentive pool.	0		
17.	Premiums received in advance	0		
18.	Reinsurance recoverable on paid losses	0		
19.	Other ceded reinsurance recoverables	0		
20.	Total ceded reinsurance recoverables	0		
21.	Premiums receivable	0		
22.	Unauthorized reinsurance	0		
23.	Other ceded reinsurance payables/offsets	0		
24.	Total ceded reinsurance payable/offsets	0		
25.	Total net credit for ceded reinsurance	0		

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SCHEDULE Y (continued) PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

	PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES											
1	2	3	4	5	6	7	8	9	10	11	12	13
					Purchases, Sales or Exchanges of Loans, Securities,	Income/ (Disbursements) Incurred in Connection with		Income/		Any Other Material		Reinsurance Recoverable/
					Real	Guarantees or		(Disbursements)		Activity Not in the		(Payable) on Losses
NAIC					Estate, Mortgage	Undertakings for the	Management	Incurred Under		Ordinary Course of		and/or Reserve
Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Loans or Other Investments	Benefit of any Affiliate(s)	Agreements and Service Contracts	Reinsurance Agreements	*	the Insurer's Business	Totals	Credit Taken/(Liability)
Code	. 38-2558408	Professional Medical Center	Dividends	972,017	nivestinents	Allillate(S)	Service Contracts	Agreements		Dusiness	972,017	Takeri/(Liability)
	73-1700235	ProCare Plus. Inc.	0	0	0	0	394,410	0		0	394.410	
		Recording Negative amount to zero out		(972,017)			(394,410)				(1,366,427)	
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9999999 Co	ontrol Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your annual statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

1.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	YES	[] N] 0.	Χ]
2.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES	[X] N] 0i]
3.	Will an actuarial certification be filed by March 1?	YES	[X] N] 01]
4.	Will the Risk-based Capital Report be filed with the NAIC by March 1?	YES	[X] N] 0i]
5.	Will the Risk-based Capital Report be filed with the state of domicile, if required by March 1?	YES	[X] N] 0i]
6.	Will the Life Supplement be filed the state of domicile and the NAIC by March 1?	YES	[] N] Oi	Х]
7.	Will the Property/Casualty Supplement be filed the state of domicile and the NAIC by March 1?	YES	[] N] Oi	Х]
	APRIL FILING					
8.	Will Management's Discussion and Analysis be filed by April 1?	YES	[X] N] 01]
9.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile by April 1?	YES	[] N] 01	Х]
10.	Will the Investment Risks Interrogatories be filed by April 1?	YES	[X] N] 0i]
	JUNE FILING					
11.	Will an audited financial report be filed by June 1 with the state of domicile?	YES	[X] N] 01]
XPL	ANATIONS:					
N/A						

6

7. N/A.

9. N/A

BAR CODE:









OVERFLOW PAGE FOR WRITE-INS

M014 Additional Aggregate Lines for Page 14 Line 25. *EXEXP

					1,799
Seminar & Training			450		450
Repair & maintenance			4,013		4,013
Delivery expense			1,316		1,316
Interest expense			2,209	0	2,209
State fine & penalties			300		300
Software expense			13,413		13,413
Miscellaneous expense			1,494		1,494
Membership fees.			11,100		11,100
Summary of remaining write-ins for Line 25 from Page 14	0	0	36,094	0	36,094
	Seminar & Training Repair & maintenance Delivery expense Interest expense State fine & penalties Software expense Miscellaneous expense Membership fees	Seminar & Training	Seminar & Training. Repair & maintenance. Delivery expense. Interest expense. State fine & penalties. Software expense. Miscellaneous expense. Membership fees.	Seminar & Training. 450 Repair & maintenance. 4,013 Delivery expense. 1,316 Interest expense. 2,209 State fine & penalties. 300 Software expense. 13,413 Miscellaneous expense. 1,494 Membership fees. 11,100	Seminar' & Training .450 Repair & maintenance .4,013 Delivery expense .1,316 Interest expense .2,209 .0 State fine & penalties .300 Software expense .13,413 Miscellaneous expense .1,494 Membership fees .11,100